



Navin Fluorine International Limited

Regd. & Head Office: 2nd Floor, Sunteck Centre, 37/40, Subhash Road,
Vile Parle (East), Mumbai - 400057 India. T: 91 22 6650 9999 F: 91 22 6650 9800
E: info@nfil.in W: www.nfil.in CINNO.: L24110MH1998PLC115499



June 30, 2016

Bombay Stock Exchange Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400 001.

Stock Code: 532504

Ahmedabad Stock Exchange Ltd.,
1st floor, Kamdhenu Complex,
Opp. Sahajanand College, Panjara Pole
Ahmedabad 380 015.

Stock Code: 45433

National Stock Exchange of India Ltd.,
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E),
Mumbai 400 051

Stock Code: NAVINFLUOR EQ

Dear Sirs,

Re: Notice of 18th Annual General Meeting

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a copy of the Notice for the 18th Annual General Meeting of the Company. The Notice along with the Annual Report is being couriered to the Members of the Company.

Pursuant to Regulation 34 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we shall submit the Annual Report to the Stock Exchanges within 21 working days of it being approved and adopted in the 18th Annual General Meeting as per the provisions of the Companies Act, 2013.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
For Navin Fluorine International Limited,

Niraj B. Mankad
Vice-President Legal & Company Secretary

Encl: as above.

NOTICE

NOTICE IS HEREBY GIVEN THAT the 18th Annual General Meeting of the Members of the Company will be held on Monday, the 25th July, 2016 at 3.00 p.m. at Rama & Sundri Watumull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai 400020 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Directors' Report, the Audited Financial Statements including the Statement of Profit and Loss for the year ended 31st March, 2016 and the Balance Sheet as at that date and the Auditors' Report thereon as also Consolidated Financial Statements for that Financial Year.
2. To confirm the payment of Interim Dividend on equity shares for the year 2015-16 and to declare final dividend on equity shares for the year 2015-16.
3. To appoint a Director in place of Shri V.P. Mafatlal (holding DIN 00011350) who retires by rotation, and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, Vadodara (Registration No.117364W), as Auditors of the Company, by resolution passed at the 16th Annual General Meeting of the Company, to hold office from the conclusion of the 16th Annual General Meeting until the conclusion of the 19th Annual General Meeting, be and is hereby ratified for the balance term and accordingly they continue to hold office from the conclusion of the 18th Annual General Meeting until the conclusion of the 19th Annual General Meeting on such remuneration as may be fixed by the Board, apart from reimbursement of out of pocket expenses as may be incurred by them for the purpose of audit."

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modifications, the following Resolution, as an **ORDINARY RESOLUTION**:

"RESOLVED THAT in accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14 of The Companies (Audit and Auditors) Rules 2014 and other applicable provisions, if any of the Companies Act, 2013, payment of Remuneration of ₹ 3,50,000 (Rupees Three lacs fifty thousand only) (apart from re-imbursement of out-of-pocket expenses incurred for the purpose of Audit) to Shri B.C. Desai, Cost Auditor (Membership Number M-1077) for conducting the audit of Cost Records relating to the chemical products manufactured by the Company for the year 1st April, 2016 to 31st March, 2017, be and is hereby approved and ratified."

6. To consider and, if thought fit, to pass the following Resolution, with or without modifications, as a **SPECIAL RESOLUTION**:

"RESOLVED THAT in supersession of the Special Resolution passed at the 12th Annual General Meeting of the shareholders of the Company held on 21st June, 2010, pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") the Register of Members, Index of Members, Register and Index of Debenture holders, if any, prepared in accordance with the provisions of Section 88 of the Act, in respect of the Shares and Debentures issued by the Company from time to time, shall be kept at the Office of the new Registrar and Share Transfer Agents of the Company Karvy Computershare Private Limited at 24 B, Rajabhadur Mansion, Ground Floor, Ambalal Doshi Marg, Fort, Mumbai 400 023 or at such other place within Mumbai to which the said Office is shifted.

By Order of the Board,

Place: Mumbai
Dated: 30th April, 2016

N.B. Mankad
Company Secretary

Regd. Office:

Navin Fluorine International Limited
(CIN : L24110MH1998PLC115499)
2nd floor, Sunteck Centre, 37/40, Subhash Road,
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NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF ON A POLL AND THAT A PROXY NEED NOT BE A MEMBER.

Instrument appointing a proxy duly completed in all respects should reach Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

2. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Item Numbers 5 and 6 mentioned in the above Notice is annexed hereto.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, the 19th July, 2016 to Friday, the 22nd July, 2016 (both days inclusive) for the purpose of payment of dividend, if any.
4. The final dividend as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid on 28th July, 2016.

In order to enable the Company to directly credit the dividend amount in the bank accounts:

- a) Shareholders holding shares in demat accounts are requested to update their Bank Account details with their respective Depository Participants.
- b) Shareholders holding shares in physical form are requested to provide the following details along with an authorization letter allowing the Company to directly credit the dividend in their bank accounts:

Name of first account holder (as appearing in the bank account records), Bank name, branch name, branch address, Account type and account

number, IFSC code and MICR code and a copy of cancelled cheque.

5. Members are requested to note that pursuant to the provisions of Section 125(c) of the Companies Act, 2013, the dividend remaining unclaimed / unpaid for a period of seven years from the date it becomes due for payment shall be credited to the Investor Education and Protection Fund (IEPF) set up by the Central Government. **The Company has already transferred the unclaimed / unpaid dividend declared for the year 2008 to the said fund. Members who have so far not claimed the dividends declared for any subsequent financial year(s) are requested to make claim with the Company immediately as no claim shall lie against the fund or the Company in respect of individual amounts once credited to the said fund.**
6. **The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by the Company and has allowed service of notices / documents including annual report by e-mail to its members. To support this green initiative of the government in full measure, members who have not registered their e-mail addresses so far, are requested to register the same in respect of electronic holdings with the depository through their depository participants. Members who are holding shares in physical form are requested to get their e-mail addresses registered with the Registrar and Share Transfer Agent.**
7. In terms of Section 108 of the Companies Act, 2013 read with The Companies (Management and Administration) Rules, 2014, e-voting facility is being provided to the Members. Details of the e-voting process and other relevant details are being sent to all the Members along with the Notice.

ANNEXURE TO NOTICE

Explanatory Statement as required by Section 102 of the Companies Act, 2013.

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts in respect of Item Nos.5 and 6:

In respect of Item No. 5:

In accordance with the provisions of Section 148(2) and 148(3) read with The Companies (Cost Records and Audit) Rules, 2014, the Company is required to appoint a Cost Auditor for audit of Chemical Products manufactured by the Company.

Based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of Shri B. C. Desai, as the Cost Auditor for Cost Audit of chemical products for the Year 1st April, 2016, to 31st March, 2017 on a remuneration of ₹ 3,50,000 (Rupees Three lacs fifty thousand only) (apart from reimbursement of out-of-pocket expenses incurred for the purpose of Audit) subject to approval of remuneration by the Members.

Section 148(3) read with Rule 14 of The Companies (Audit and Auditors) Rules 2014 prescribes that the remuneration of the Cost Auditor shall be ratified by the Shareholders. Accordingly, this Ordinary Resolution is proposed for ratification by the Members.

The Board of Directors recommend passing of the Ordinary Resolution at Item No. 5 of the Notice.

None of the Directors, key managerial personnel and/or their relatives is concerned or interested in the Resolution.

In respect of Item No. 6:

The shareholders are aware that M/s.Sharepro Services (India) Pvt. Ltd. (Sharepro) has been the Registrar and Share Transfer Agents of the Company since 2003. Recently, SEBI has initiated investigation into the affairs of Sharepro for certain irregularities in conduct of their share related operations. SEBI has vide its interim Order dated 22nd March, 2016 restrained Sharepro and certain persons mentioned in the said Order from buying, selling or dealing in the securities market or associating themselves with securities market, either directly or indirectly, in any manner. SEBI has also advised Companies who are clients of Sharepro to carry out/switchover their activities related to a registrar to an issue and share transfer agent, either in-house or through another registrar to an issue or share transfer agent registered with SEBI.

The Board of Directors at their meeting held on 30th April 2016 approved appointment of M/s. Karvy Computershare Private Limited, having their corporate headquarters at Hyderabad and branch offices throughout the country including at Mumbai and Ahmedabad, as the Registrar and Share Transfer Agent of the Company w.e.f. 21st May, 2016, in place of Sharepro.

Section 94 of the Companies Act, 2013 stipulates that registers required to be kept and maintained by the Company under Section 88 and copies of the Annual Return filed under Section 92 shall be kept at the Registered Office of the Company. Provided that such documents may also be kept at any other place in India in which more than one tenth of the total number of members entered in the Register of Members reside, if approved by a Special Resolution passed at the General Meeting and the Registrar has been given a copy of the proposed Special Resolution in advance. Accordingly, approval of the Members is sought in terms of Section 94(1) of the Companies Act, 2013 for keeping the aforementioned registers and documents at the premises of the new Registrars M/s. Karvy Computershare Private Limited as stated in the Resolution. A copy of the proposed Resolution is being forwarded to the Registrar of Companies, Maharashtra, Mumbai.

The Board of Directors recommend passing of the Special Resolution at Item No. 6 of the Notice.

None of the Directors, Key Managerial Personnel and/or their relatives is concerned or interested in the resolution.

By Order of the Board,

Place: Mumbai
Dated: 30th April, 2016

N.B. Mankad
Company Secretary

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Particulars of the Director seeking appointment / re-appointment at the ensuing Annual General Meeting pursuant to SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

Name	Age	Date of Appointment/ Reappointment	Expertise in functional areas	Brief Resume	Names of the Listed Companies in which he holds Directorships/Committee Membership
Shri V. P. Mafatlal	42 years	21.01.2003	Textiles and Chemicals, Industrialist having business experience of more than 19 years in Textiles and Chemicals.	B.Sc. (Economics), University of Pennsylvania, Wharton School, U.S.A.	<p><u>Director in:</u> Mafatlal Industries Ltd. Navin Fluorine International Ltd. NOCIL Ltd.</p> <p><u>Committee Memberships:</u> Stakeholders Relationship Committee Mafatlal Industries Ltd. NOCIL Ltd. Corporate Social Responsibility Committee Mafatlal Industries Ltd. Navin Fluorine International Ltd.</p>

Shri V. P. Mafatlal is a nephew of Shri H. A. Mafatlal, Chairman of the Company and he holds 1,87,350 equity shares in the Company.